

CLERK, U. S. DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS

FILED
2-6-04

MICHAEL N. MILBY, CLERK
BY DEPUTY

United States Courts
Southern District of Texas
FILED

JAN 30 2004

Michael N. Milby, Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

PIRELLI ARMSTRONG TIRE
CORPORATION RETIREE MEDICAL
BENEFITS TRUST, et al., On Behalf of
Themselves and All Others Similarly Situated,

Plaintiffs,

vs.

HANOVER COMPRESSOR COMPANY, et
al.,

Defendants.

§ Civil Action No. H-02-0410

§ (Consolidated)

§ CLASS ACTION

United States Courts
Southern District of Texas
ENTERED

FEB 09 2004

Michael N. Milby, Clerk of Court

ORDER APPROVING THE SECURITIES AND ERISA PLANS OF ALLOCATION

151

This matter having come before the Court on February 6, 2004 on Settling Plaintiffs' request for approval of the Securities and ERISA Plans of Allocation in the above-captioned action; the Court having considered all papers filed and proceedings had herein; and otherwise being fully informed in the premises;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. For purposes of this Order, the terms used herein shall have the same meanings as set forth in the Stipulation and Agreement of Settlement dated as of October 23, 2003 (the "Stipulation"), and filed with the Court.


2. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to all Persons and entities who are members of the Securities Plaintiff Class and the ERISA Plaintiff Class and who could be identified with reasonable effort, advising them of the Securities and the ERISA Plans of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to all Persons and entities who are members of the Securities Plaintiff Class and the ERISA Plaintiff Class to be heard with respect to the Securities Plan of Allocation and the ERISA Plan of Allocation and there were no objections.

3. The Court hereby finds and concludes that the formula for the calculation of the claims of Authorized Securities and ERISA Claimants which is set forth in the Notice of Pendency of Class Action and Proposed Class Action Settlement (the "Class Notice") and the Notice of Pendency of ERISA Class Action and Proposed ERISA Class Action Settlement (the "ERISA Notice"), respectively, sent to class members, provides a fair and reasonable basis upon which to allocate the proceeds of the Securities Settlement Fund and ERISA Settlement Fund less expenses and costs as allowed by the Stipulation and approved by the Court with due consideration having been given to administrative convenience and necessity. This Court hereby finds and concludes that

the Plans of Allocation set forth in the Class Notice and the ERISA Notice are in all respects, fair, reasonable and adequate and the Court hereby approves both the Securities Plan of Allocation and the ERISA Plan of Allocation.

IT IS SO ORDERED.

DATED: February 6, 2004



THE HONORABLE VANESSA D. GILMORE
UNITED STATES DISTRICT JUDGE

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DECLARATION OF SERVICE BY UPS DELIVERY

I, the undersigned, declare:

1. That declarant is and was, at all times herein mentioned, a citizen of the United States and a resident of the County of San Diego, over the age of 18 years, and not a party to or interest in the within action; that declarant's business address is 401 B Street, Suite 1700, San Diego, California 92101.

2. That on January 30, 2004, declarant served by UPS, next day delivery, the ORDER APPROVING THE SECURITIES AND ERISA PLANS OF ALLOCATION to the parties listed on the attached Service List.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 30th day of January, 2004, at San Diego, California.


DANELLE L. MCNERTNEY

HANOVER COMPRESSOR (SETTLEMENT)

Service List - 1/29/2004 (202-038S)

Page 1 of 3

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Service List - 1/29/2004 (202-038S)

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Service List - 1/29/2004 (202-038S)

Page 3 of 3

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